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Grand Trunk Western Railroad Co.

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INTERSTATE COMMERCE COMMISSION

DEC 19 1988 1-30 PM

RECORDATION NO. 15267-19 Filed 1426

December 13, 1988

File: 352-H

No. 8-354A072

Date DEC 19 1988

Fee \$ 13.00

ICC Washington, D.C.

Secretary
Interstate Commerce Commission
Room 2215
12th & Constitution Ave., N.W.
Washington, D.C. 20423

Dear Secretary:

\$13.00 filing fee

Enclosed for recordation with the Interstate Commerce Commission pursuant to 49 USC §11303 are counterparts of an agreement releasing security in certain locomotives, dated as of December 12, 1988 between Helm Locomotive Leasing and National Bank of Detroit. The Security Agreement from which this locomotive is being released is a Security Agreement dated as of July 14, 1987, given by Helm Locomotive Leasing in favor of NBD. That document was filed with the Commission on July 20, 1987, and assigned Recordation No. 15267. The latest filing in this series was made September 15, 1988, as No. 15267-C.

The parties to this present agreement releasing security are:

Secured Party: National Bank of Detroit
611 Woodward Avenue
Detroit, MI 48226

Debtor: Helm Locomotive Leasing
1333 Brewery Park Blvd.
Detroit, MI 48207-2699

A Joint Venture of Helm
Equipment Leasing Corp.
One Embarcadero Center
San Francisco, CA 94111 and

Domestic Three Leasing Corp.
1333 Brewery Park Boulevard
Detroit, MI 48207-2699

*this one is
15267-D*

*Approved
Daniel R. P. [Signature]*

DEC 19 1 28 PM '88

MOTOR OPERATING UNIT

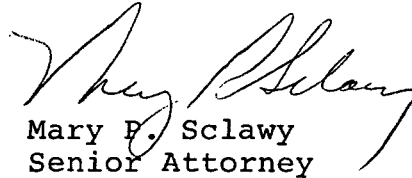
Interstate Commerce Commission
December 12, 1988
Page -2-

The locomotives in which security is being released are five (5) GP 38-2 locomotives bearing the reporting marks MP 2057, 2062, 2063, 2064 and 2066.

Enclosed is our check No. 1252 in the amount of \$13.00.

Please accept one counterpart of this document for filing, stamp the remaining with your recordation number and return them and your fee receipt to the person presenting this matter for filing.

Sincerely,


Mary P. Sclawy
Senior Attorney

MPS:val - MPS8
352-H-ICC

INTERSTATE COMMERCE COMMISSION

DEC 19 1988 1-30 R

AGREEMENT RELEASING SECURITY
IN CERTAIN LOCOMOTIVES

REGISTRATION NO. 15267 Filed 12/28

This agreement releasing security (Agreement), dated as of November 1, 1988, between HELM LOCOMOTIVE LEASING, a joint venture (the Company) of Helm Equipment Leasing, Corporation and Domestic Three Leasing Corp., and NATIONAL BANK OF DETROIT (the Bank).

The Company and the Bank wish to release certain locomotive units as Collateral from a security agreement (Security Agreement), dated as of July 14, 1987, given by the Company in favor of the Bank, such Security Agreement having been filed with the Interstate Commerce Commission and assigned No. 15267.

Now therefore, pursuant to the terms of the Security Agreement and the Credit Agreement (as defined in the Security Agreement) and for good and valuable consideration granted by each party to the other, the parties agree as follows:

Delete from the Collateral (as defined in the security granting clause of the Security Agreement) five (5) GP 38-2 locomotives bearing the reporting marks MP 2057, 2062, 2063, 2064 and 2066.

Executed on December 16, 1988.

For HELM LOCOMOTIVE LEASING

NATIONAL BANK OF DETROIT

DOMESTIC THREE LEASING CORP.
One of its joint venturers

By

Its

By

Its

FIRST VICE PRESIDENT

STATE OF MICHIGAN)
) ss.
COUNTY OF WAYNE)

On this 16th day of DECEMBER, 1988, before me personally appeared MARY P. SCLAWY, to me personally known, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of Domestic Three Leasing Corporation, a Delaware corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

J. Isabelle Matusko
Notary Public
Wayne County, Michigan
My commission expires: _____

J. ISABELLE MATUSKO
Notary Public, Oakland County, MI
My Commission Expires Feb. 9, 1991
Acting in Wayne County, MI

STATE OF MICHIGAN)
) ss.
COUNTY OF WAYNE)

On this 14 day of DECEMBER, 1988, before me personally appeared JOHN L. CONROY, to me personally known, who being by me duly sworn, says that (s)he is the FIRST VICE PRESIDENT of National Bank of Detroit, a national banking association, that said instrument was signed on behalf of said association with all due authority and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

(NOTARIAL SEAL)

Wendy L. Rought
Notary Public
Wayne County, Michigan
My commission expires: 7-22-1990